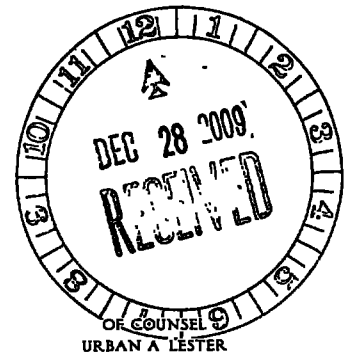


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December 23, 2009

RECORDATION NO. 28112 FILED

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

DEC 23 '09 -10 3 0 AM

SURFACE TRANSPORTATION BOARD

Contract C-7361

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

Lessee: Omya, Incorporated
39 Main Street
Proctor, VT 05765

Section Chief
December 23, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

52 railcars within the series ACFX 045766 - ACFX 051732 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

DEC 23 '09 -10 3 0 AM

MEMORANDUM OF LEASE**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC and Shippers Third LLC, all with respect to Omya, Incorporated, a Vermont Corporation, ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract C-7361, dated as of 1/30/09 (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks ACFX.

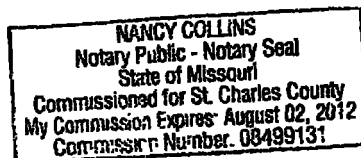
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: Umesh Choksi
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 16th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Omya, Inc.

Contract C-7361 rider 0

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
52	Hopper	ACFX	045766
	Hopper	ACFX	045773
	Hopper	ACFX	045776
	Hopper	ACFX	045780
	Hopper	ACFX	045781
	Hopper	ACFX	045784
	Hopper	ACFX	045826
	Hopper	ACFX	045827
	Hopper	ACFX	045829
	Hopper	ACFX	045830
	Hopper	ACFX	045834
	Hopper	ACFX	045836
	Hopper	ACFX	045837
	Hopper	ACFX	045842
	Hopper	ACFX	045843
	Hopper	ACFX	045846
	Hopper	ACFX	051456
	Hopper	ACFX	051457
	Hopper	ACFX	051460
	Hopper	ACFX	051484
	Hopper	ACFX	051494
	Hopper	ACFX	051496
	Hopper	ACFX	051497
	Hopper	ACFX	051505
	Hopper	ACFX	051520
	Hopper	ACFX	051535
	Hopper	ACFX	051599
	Hopper	ACFX	051600
	Hopper	ACFX	051602
	Hopper	ACFX	051603
	Hopper	ACFX	051604
	Hopper	ACFX	051605
	Hopper	ACFX	051608

Schedule A

Equipment

Omya, Inc.

Contract C-7361 rider 0

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
52	Hopper	ACFX	051609
	Hopper	ACFX	051611
	Hopper	ACFX	051612
	Hopper	ACFX	051614
	Hopper	ACFX	051615
	Hopper	ACFX	051616
	Hopper	ACFX	051617
	Hopper	ACFX	051618
	Hopper	ACFX	051625
	Hopper	ACFX	051627
	Hopper	ACFX	051638
	Hopper	ACFX	051708
	Hopper	ACFX	051723
	Hopper	ACFX	051726
	Hopper	ACFX	051727
	Hopper	ACFX	051728
	Hopper	ACFX	051729
	Hopper	ACFX	051731
	Hopper	ACFX	051732

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

12/23/09



Robert W. Alvord